

KINDER MORGAN, INC.

Form 4

February 01, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACDONALD DEBORAH

(Last) (First) (Middle)

**KINDER MORGAN, INC., 1001
LOUISIANA, SUITE 1000**

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

KINDER MORGAN, INC. [KMI]

3. Date of Earliest Transaction
(Month/Day/Year)

01/28/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class P Common Stock			Code V	(A) or (D) Price	12,226	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins
				Code	V	(A)	(D)	
Depository Shares	(1)	01/28/2016		P	3,000	(1)	(1)	Class P Common Stock
								4,632 (1)
								\$ 4

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MACDONALD DEBORAH KINDER MORGAN, INC. 1001 LOUISIANA, SUITE 1000 HOUSTON, TX 77002	X

Signatures

/s/ Deborah
Macdonald 02/01/2016

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Each Depositary Share represents 1/20th of a share of Kinder Morgan, Inc.'s 9.75% Series A Mandatory Convertible Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"). At any time prior to October 26, 2018, a holder of 20 Depositary Shares may cause the conversion of one share of the Series A Preferred Stock into a number of shares of Kinder Morgan, Inc.'s Class P Common

- (1) Stock ("Common Stock") equal to the minimum conversion rate of 30.8800 (equivalent to a Depositary Share to Common Stock conversion rate of 1.5440), subject to adjustment. On October 26, 2018, any Depositary Shares remaining outstanding will mandatorily convert to Common Stock at a conversion rate ranging from 30.8800 to 36.2840 shares of Common Stock per Depositary Share (or a Series A Preferred Stock to Common Stock conversion rate ranging from 1.5440 to 1.8142), subject to adjustment.

The price reported in column 8 is a weighted average price. These depositary shares were purchased in multiple transactions at prices

- (2) ranging from \$42.399 to \$42.4987 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of depositary shares purchased at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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